

**HEALTHCARE TRUST OF AMERICA, INC.
RISK MANAGEMENT COMMITTEE CHARTER**

This Risk Management Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of Healthcare Trust of America, Inc. (the “Company”) on June 16, 2009, and amended on September 19, 2012, and amended on June __, 2018.

1. PURPOSE

The purpose of the Risk Management Committee (the “Committee”) is to assist the Board in overseeing the enterprise risk management activities of the Company.

2. MEMBERSHIP

The Committee shall be composed of three (3) or more members. A majority of the members shall be independent directors meeting the requirements of the rules of the Securities and Exchange Commission and the Company’s Fifth Articles of Amendment and Restatement, as amended from time to time (the “Amended Articles”). The members of the Committee shall be appointed and removed, with or without cause, by the Board.

The Committee shall have a Chairman who is a member of the Committee and designated by the Board. In the absence of the Chairman, the members of the Committee, by a majority vote, may designate one of the other members of the Committee as Chairman for a particular meeting.

3. RESPONSIBILITIES AND DUTIES

Without limiting its purpose as described in Section 1 above, as set forth herein the Committee shall provide direct or indirect oversight of the enterprise risk management activities of the Company, including, without limitation, the risk governance structure, the risk profiles of the Company, the risk tolerance of the Company, the risk management strategy and initiatives of the Company and the coordination of risk management activities. Subject to the qualification in the last sentence of this paragraph, the Committee shall review, assess and discuss with the Company’s management, general counsel, independent auditor and any internal auditor of the Company: (a) any material risks or exposures associated with the conduct of the Company’s business, including, without limitation, strategic risk, market risk, regulatory risk, operational risk, credit risk and liquidity risk; (b) the internal risk management systems management has implemented to identify, minimize, monitor or manage such risks or exposures; and (c) management’s policies and procedures for risk management, including the communication of risk management policies throughout the organization and the structure for assignment of responsibility for managing risks. Notwithstanding anything in this Charter to the contrary, the Committee shall rely, and be dependent upon, the assessment of certain risks and corresponding risk mitigation measures related thereto from other committees of the Board as follows: (i) the Audit Committee with respect to financial and accounting related matters; (ii) the Compensation Committee with respect to compensation related matters; (iii) the Investment Committee with respect to investment and capital related matters; and (iv) the Nominating And Corporate Governance Committee with respect to legal, regulatory and governance related matters. The

Committee shall meet and discuss the risk management activities of the Committee with (i) the Board from time to time, or, at the request of the Chair of the Committee, cause the other committees to report directly to the Board on the risks and corresponding risk mitigation measures within the scope of their respective committee responsibilities, and (ii) the other committees of the Board from time to time in the discretion of the Chair of the Committee.

Notwithstanding the foregoing, the Committee's responsibilities under this Charter are limited to oversight. Management of the Company is responsible for (i) identifying the material risks of the Company, (ii) implementing appropriate risk management strategies that are responsive to the Company's risk profile, (iii) integrating the consideration of risk and risk management into the decision-making process of the Company, and (iv) establishing policies and procedures that adequately transmit necessary information with respect to material risks to senior executives of the Company, the Board and (A) this Committee as appropriate, and (B) the Audit Committee (with respect to financial and accounting matters); (ii) the Compensation Committee (with respect to compensation matters); (iii) the Investment Committee (with respect to investment and capital matters); and (iv) the Nominating And Corporate Governance Committee (with respect to legal, regulatory and governance matters).

4. DELEGATION

The Committee may delegate authority to one or more directors or subcommittees or to members of management, to the extent permitted by applicable law and as the Committee deems appropriate. Additionally, the Committee may delegate to other committees of the Board the responsibility for overseeing and assessing the risks and corresponding risk mitigation measures applicable to each such committee's functional area of responsibility (i.e., the Audit Committee with respect to financial and accounting matters, the Compensation Committee with respect to compensation matters, the Investment Committee with respect to investment and capital matters, and the Nominating and Corporate Governance Committee with respect to legal, regulatory and governance matters).

5. RESOURCES AND AUTHORITY

In addition to the authority to carry out its responsibilities under this Charter, the Committee may be authorized by the Board from time to time to exercise powers of the Board to carry out specific risk management responsibilities. The Committee, in discharging its oversight role, may conduct or authorize investigations into any matters within the scope of the responsibilities delegated to the Committee. The Committee shall work closely with the general counsel and other experts for this purpose. The Committee shall have unrestricted access to all executive management, employees, books and records of the Company, tax and other financial advisers, legal counsel and internal and external auditors.

In addition to the indemnification, exculpation and similar provisions contained in the Company's Amended Articles and bylaws or in statutory and common law, and in addition to applicable insurance, each member of the Committee shall, in the performance of such member's duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company's officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person's

professional or expert competence, all to the extent permitted under Maryland law and the Amended Articles.

6. MEETINGS

The Committee shall meet at least four (4) times a year and more frequently as the Committee deems desirable, either in person or telephonically, and at such times and places as the Committee shall determine. Other meetings may be held at the discretion of the Chairman of the Committee, any member of the Committee or the Chairman of the Board. Meeting agendas shall be prepared in consultation with the Chairman of the Committee and be provided in advance to members of the Committee, along with appropriate briefing materials, if applicable. The Chairman of the Committee shall preside at each meeting of the Committee. Minutes of all Committee meetings will be prepared and distributed to each member of the Committee as soon as practicable after each meeting for approval and adoption. The approved minutes will be distributed to the Board. A majority of the members of the Committee shall constitute a quorum for the transaction of business at any meeting of the Committee. The act of a majority of the Committee members present at a meeting shall be the act of the Committee. The Committee may act by unanimous written consent (which may include electronic consent) and copies of any actions taken by written consent of the Committee will be filed in the minute book.

The Committee shall regularly report to the Board on the actions and recommendations of the Committee.

All directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any director who is not a member of the Committee.

7. PERFORMANCE EVALUATION AND AMENDMENTS

The Committee shall at least annually perform an evaluation of the performance of the Committee, including a review of the Committee's compliance with this Charter, and provide a written report of that review to the Board. This Charter may be amended in whole or in part with the approval of a majority of the Board.